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Counsel for Reorganized Debtors

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

In re:	)	
	)	Chapter 11
	)	
BALLY TOTAL FITNESS OF	)	Case No. 08-14818 (BRL)
GREATER NEW YORK, INC., <i>et al.</i> ,	)	
	)	
Reorganized Debtors	)	
	)	

**NOTICE OF SEVENTH OMNIBUS OBJECTION OF REORGANIZED  
DEBTORS SEEKING TO DISALLOW CERTAIN DUPLICATE CLAIMS**

**TO THE CLAIMANTS IDENTIFIED IN EXHIBIT 1 TO THE  
PROPOSED ORDER ANNEXED HERETO PLEASE TAKE  
NOTICE OF THE FOLLOWING:**

1. Bally Total Fitness Holding Corporation ("Bally") and its direct and indirect subsidiaries in the above-captioned chapter 11 cases (collectively, the "Reorganized Debtors"), filed an objection to one or more proof(s) of claim you filed against one or more of the Reorganized Debtors (the "Objection"). The Objection is attached to this Notice and is entitled "Seventh Omnibus Objection of Reorganized Debtors Seeking to Disallow Certain Duplicate Claims (Tier 1 – Duplicate Claims)."
2. **Your proof(s) of claim may be disallowed and/or otherwise affected as a result of the Objection. Therefore, you should read this Notice and the attached Objection carefully.**
3. As described in the Objection, the Reorganized Debtors have determined that one or more of the proofs of claim you filed against one or more of the Reorganized Debtors is a duplicate of at least one other claim you filed. As a result, it is the Reorganized Debtors' position that you currently assert multiple claims for the same alleged liabilities.

4. The Bankruptcy Court established procedures for the Reorganized Debtors to contest and settle proofs of claims (the “Claims Objection and Settlement Procedures”) [Docket No. 918]. The attached Objection has been designated a “Tier I Objection” under the Claims Objection and Settlement Procedures. As a result, the procedures for Tier I Objections set forth in the Claims Objection and Settlement Procedures govern this Objection. A copy of the Claims Objection and Settlement Procedures can be obtained at Bally’s website at <http://www.kccllc.net/bally>.
5. A hearing (the “Hearing”) on the Objection will be held on October 1, 2009 at 10:00 AM, prevailing Eastern Time, before the Honorable Burton R. Lifland, United States Bankruptcy Judge, in Courtroom 623 at the United States Bankruptcy Court for the Southern District of New York, Alexander Hamilton Custom House, One Bowling Green, New York, New York 10004-1408.
6. If you disagree with the Objection’s treatment of your proof of claim, a representative of the Reorganized Debtors will be available to discuss a resolution of the Objection. To facilitate such a discussion, you may contact one of the following attorneys for the Reorganized Debtors:
  - ◆ Jordan Kaye at (212) 715-9489; or
  - ◆ Stephen Zide at (212) 715-9492.

The Reorganized Debtors’ attorneys may refer you to another representative of the Reorganized Debtors to resolve certain factual matters.

7. Your discussions with the Reorganized Debtors’ representatives may result in an agreement to settle the Objection to your proof of claim. If you reach an agreement to resolve the Reorganized Debtors’ Objection to your claim you will not need to file a response to the Objection or attend the Hearing. Speaking with Reorganized Debtors’ attorneys or other representatives does NOT mean that you have reached an agreement to resolve the Objection to your proof of claim.
8. If you disagree with the Objection’s treatment of your proof of claim and you are unable to resolve your disagreement with the Reorganized Debtors, you or your attorney **must** file a written response (a “Response”) to the Objection **no later September 21, 2009 at 4:00 PM prevailing Eastern Time** with the Clerk of the United States Bankruptcy Court for the Southern District of New York, Alexander Hamilton Custom House, One Bowling Green, New York, New York 10004-1408.

**\*\*\* Your failure to file a timely Response may result in the waiver of your rights to contest the relief sought in the Objection. \*\*\***

9. You must serve copies of any Response you file so they will be **actually received** no later than **September 21, 2009 at 4:00 PM, 20 days after you receive service of the Objection, prevailing Eastern Time**, by the following parties: (i) the

Reorganized Debtors' attorneys at Kramer Levin Naftalis & Frankel LLP, 1177 Avenue of the Americas, New York, New York 10036, Attn: Jordan Kaye; and (ii) the parties on the Special Service List in these cases, established under the Administrative Order Establishing Case Management and Scheduling Procedures (as it may be further amended, the "Case Management Order") [Docket No. 173]. A copy of the Case Management Order and the addresses for the parties on the Special Service List can be obtained at Bally's website at <http://www.kccllc.net/bally>.

10. Any Response must contain, at a minimum, the following:
  - ◆ The approved case caption (including the date of the Hearing or Initial Status Conference in the upper right-hand corner) and the title of the Objection to which the Response is directed (e.g., "Response to Seventh Omnibus Objection of Reorganized Debtors Seeking to Disallow Certain Duplicate Claims");
  - ◆ The name of the Claimant and a statement of the basis for the amount of its underlying proof of claim;
  - ◆ A concise statement setting forth the reasons why the Court should not sustain the Objection, including, but not limited to, the factual and legal bases for your opposition to the Objection;
  - ◆ A copy of any documentation or other evidence in support of the Claim that you are aware you will rely upon in opposing the Objection at the Hearing, to the extent that such documentation or evidence was not included with your proof of claim;
  - ◆ A declaration of a person with personal knowledge of the relevant facts that support the Response unless you intend to rely solely on the documents submitted with the proof of claim and Response;
  - ◆ The name(s), address(es), telephone number(s), facsimile number(s) and e-mail address(es) of the person(s) to whom the Reorganized Debtors should serve a reply to the Response (i.e., you and/or your legal representative); and
  - ◆ To facilitate a resolution of Objections, you are encouraged to furnish the Reorganized Debtors with the name(s), address(es), telephone number(s), facsimile number(s) and e-mail addresses of the person(s) who possess the authority to reconcile, settle or otherwise resolve the Objection on your behalf.
11. Only those Responses made in accordance with the above-referenced requirements and timely filed and received by the Court and the Reorganized Debtors' attorneys will be considered by the Court at the Hearing. **If you do not timely file and serve the Response in accordance with the above-referenced**

**procedures, the Court may enter an order granting the relief requested in the Objection without further notice or hearing.** If you file a Response and the Objection is not otherwise resolved, the Objection will be presented to the Court at the Hearing.

12. The Reorganized Debtors and the Official Committee of Unsecured Creditors (the “Creditors’ Committee”) may file a reply to any Response no later than two business days before the Hearing. At the discretion of the Reorganized Debtors and after notice to you, the Hearing may be adjourned to any subsequent omnibus hearing date in these cases.
13. Upon the receipt of a timely Response, the Reorganized Debtors may designate the Objection to be a Tier II Objection, subject to the procedures for Tier II Objections described in the Claims Objection and Settlement Procedures. If the Reorganized Debtors make such a designation, they will serve on you, your counsel (if applicable), and the parties on the Special Service List, a separate written notice of such designation (a “Tier II Designation”), and a modified Objection Notice which will summarize the Tier II Objection procedures (a “Specialized Notice”).
14. If the Reorganized Debtors determine that discovery is necessary in advance of the Hearing or if Reorganized Debtors are unable to resolve their differences with you through negotiations, the Reorganized Debtors may serve on you, your counsel (if applicable), and the parties on the Special Service List, a notice that the scheduled Hearing will be treated as a status conference during which the Reorganized Debtors will request that the Court issue a scheduling order to facilitate resolution of the litigation.
15. You may obtain copies of any proof of claim filed against the Reorganized Debtors from the website maintained by the Reorganized Debtors’ noticing and claims agent, Kurtzman Carson Consultants (“KCC”), on the Internet at <http://www.kccllc.net/bally>. You can perform a “Claim / Creditor Search” using the Claimant’s name or the claim number. If you do not have access to the Internet, you can request a copy of any proof of claim, pleading or service list from KCC by calling the Bally Information Line at 888-830-4664.

16. Nothing in this Notice or the Objection constitutes a waiver of the Reorganized Debtors' right to assert any claims, counterclaims, rights of offset or recoupment, preference actions, fraudulent transfer actions or any other bankruptcy claims against you. The Reorganized Debtors reserve the right to assert additional objections to your proof(s) of claim.

Dated: September 1, 2009  
New York, New York

KRAMER LEVIN NAFTALIS &  
FRANKEL LLP

/s/ Jordan Kaye  
Kenneth H. Eckstein  
P. Bradley O'Neill  
Jordan D. Kaye  
1177 Avenue of the Americas  
New York, New York 10036  
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Counsel for Reorganized Debtors

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Counsel for Reorganized Debtors

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

In re:	)	
	)	Chapter 11
	)	
BALLY TOTAL FITNESS OF	)	Case No. 08-14818 (BRL)
GREATER NEW YORK, INC., <i>et al.</i> ,	)	
	)	
Reorganized Debtors.	)	
	)	

**SEVENTH OMNIBUS OBJECTION OF REORGANIZED DEBTORS SEEKING  
TO DISALLOW CERTAIN DUPLICATE CLAIMS**

**(TIER I – DUPLICATE CLAIMS)**

TO THE HONORABLE BURTON R. LIFLAND,  
UNITED STATES BANKRUPTCY JUDGE:

Bally Total Fitness Holding Corporation (“Bally”) and its direct and indirect subsidiaries in the above-captioned chapter 11 cases, as Reorganized Debtors (collectively, the “Reorganized Debtors”, and together with Bally’s non-debtor subsidiaries, the “Company”), respectfully represent as follows:

**General Background**

1. On December 3, 2008 (the “Petition Date”), each of the Reorganized Debtors commenced cases (the “Chapter 11 Cases”) under chapter 11 of title 11 of the United States Code (the “Bankruptcy Code”).

2. On August 19, 2009, this Court entered an order (the “Confirmation Order”) [Docket No. 1408] confirming the Second Amended Joint Plan of Reorganization of the Debtors Under Chapter 11 of the Bankruptcy Code, dated August 14, 2009 (the “Plan”) [Docket No. 1376]. The Effective Date of the Plan occurred on September 1, 2009 (the “Effective Date”).

3. Pursuant to Article IV of the Plan, the Reorganized Debtors’ estates have been substantively consolidated for, among other things, the purpose of distributions to creditors.

### **Background Regarding the Claims Process**

4. On January 20, 2009, the Reorganized Debtors filed their respective schedules of assets and liabilities (collectively and as amended, the “Schedules”), which identified approximately 4,000 potential creditors of their estate. In addition, on March 4, 2009 the Reorganized Debtors amended their Schedules and identified approximately 35,000 additional potential creditors of their estate.

5. By an order entered on January 23, 2009 (the “Bar Date Order”) [Docket No. 514], the Court established March 9, 2009, as the general bar date for creditors to file proofs of claim asserting prepetition liabilities against the Reorganized Debtors (the “General Bar Date”). The Bar Date Order, among other things, also established bar dates for the filing of proofs of claim in response to any amendments to the Schedules and claims for damages arising from the rejection of executory contracts and unexpired leases (collectively with the General Bar Date, the “Bar Dates”).<sup>1</sup> A notice of the Bar Dates (the “Bar Date Notice”) was served on all known creditors and potential

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<sup>1</sup> Under the Bar Date Order, certain types of claims, including claims afforded administrative expense status, are not subject to the Bar Dates.

creditors in accordance with the requirements of the Bar Date Order. The Bar Date Notice was published on February 2, 2009 in *USA Today* (national edition) and the *Chicago Tribune* (classifieds).

6. In response to the Bar Date Notice, approximately 3,550 unsecured, secured, priority and administrative claims (collectively, the “Claims”) have been asserted in approximately 3,250 proofs of claim filed in these cases to date. Taking into account Claims have been expunged, an aggregate of 3,374 Claims and 1,411 Scheduled Claims are currently pending against the Reorganized Debtors, identifying asserted liabilities in excess of \$20.7 billion, plus unliquidated amounts.

7. On April 15, 2009, the Reorganized Debtors filed the Motion for an Order Establishing Claims Objection and Settlement Procedures (“Claims Objection and Settlement Procedures Motion”) [Docket No. 892]. On April 29, 2009, the Court granted the Claims Objection and Settlement Procedures Motion and entered an order establishing claims objection and settlement procedures (the “Claims Objection and Settlement Procedures”) [Docket No. 918].

### **Jurisdiction**

8. This Court has jurisdiction to consider this matter pursuant to 28 U.S.C. § 1334. This is a core proceeding pursuant to 28 U.S.C. § 157(b). Venue is proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409.

### **Requested Relief**

9. Pursuant to sections 105 and 502 of the Bankruptcy Code, Rule 3007 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”) and the Claims Objection and Settlement Procedures, the Reorganized Debtors hereby seek entry of the proposed order attached hereto as Exhibit A (the “Proposed Order”) disallowing



and expunging the duplicate proofs of claim (the “Disputed Claims”) marked as “Expunged” on the chart attached to the Proposed Order as Exhibit 1 (the “Duplicate Claims List”).

10. By this Objection, the Reorganized Debtors seek to expunge a total of \$216,402.21 in administrative priority claims, \$59,246.41 in priority claims and a total of \$9,658,050.95 in general unsecured claims.

**Request to Disallow the Disputed Claims**

11. This Objection is designated as a “Tier I” Objection. Pursuant to the Claims Objection and Settlement Procedures, Tier I Objections include objections to, among other things, (a) two or more proofs of claim asserting the same liability against the same Debtor or bankruptcy estate; (b) a proof of claim that was amended or superseded by a later filed proof of claim or (c) any other similar situation where two claims duplicatively assert the same liability in whole or in part. See Claims Objection and Settlement Procedures at § I.A.1.

12. Pursuant to the Plan, the Reorganized Debtors are consolidated for the purpose of making distributions hereunder. Because holders of allowed claims “shall be entitled to their share of assets available for distribution . . . without regard to which Debtor was originally liable for such Claim,” otherwise identical claims that have been asserted against two or more Reorganized Debtors are effectively duplicate claims for distribution purposes. See Plan Art. IV.

13. Certain of the claimants identified on the Duplicate Claims List (collectively, the “Claimants”) filed identical claims against two or more of the Reorganized Debtors. Because of the Reorganized Debtors’ consolidation under the Plan

for distribution purposes, such Claimants will be entitled to receive only a single distribution on account of their duplicate claims (assuming such claims are valid).

14. Other Claimants filed duplicate claims against a single debtor; these Claimants will also be entitled to only a single distribution from the Reorganized Debtors provided their claims are valid.

15. All Claimants who filed Disputed Claims – both those who filed against two or more Debtors and those who filed against a single Debtor – currently assert multiple claims for the same liabilities. Accordingly, by this Objection, the Reorganized Debtors seek to disallow and expunge the Disputed Claims and thereby limit each Claimant to a single remaining claim against, and a single potential recovery from, the Reorganized Debtors’ estate (as consolidated under the Plan) arising from a single alleged obligation.

16. For each of the Disputed Claims, the Reorganized Debtors have identified a surviving claim asserting the same liability (a “Surviving Claim”), which will be unaffected by the relief requested in this Objection. The Surviving Claims are identified as “Surviving” on the Duplicate Claims List. The Claimants’ rights to assert the liabilities alleged in the Surviving Claims against the Reorganized Debtors’ estate will be preserved, subject to the Reorganized Debtors’ ongoing rights to object to the Surviving Claims on any grounds.

17. For all of the foregoing reasons, the Disputed Claims should be disallowed and expunged.

#### **Reservation of Rights**

18. The Reorganized Debtors reserve the right to object further to each of the Surviving Claims and, to the extent not disallowed and expunged, the Disputed

Claims on any and all additional factual or legal grounds. Without limiting the generality of the foregoing, the Reorganized Debtors specifically reserve the right to amend this Objection, file additional papers in support of this Objection or take other appropriate actions, including to: (a) respond to any allegation or defense that may be raised in a Response filed in accordance with the Claims Objection and Settlement Procedures by or on behalf of any of the Claimants or other interested parties; (b) object further to any Disputed Claim for which a Claimant provides (or attempts to provide) additional documentation or substantiation; (c) object further to any Disputed Claim based on additional information that may be discovered upon further review by the Reorganized Debtors or through discovery pursuant to the applicable provisions of Part VII of the Bankruptcy Rules and Section I.B.9 of the Claims Objection and Settlement Procedures; and (d) in the event the Reorganized Debtors deem it necessary, redesignate this Objection as a Tier II Objection (as such term is defined in the Claims Objection and Settlement Procedures) as to any particular claim. In addition, as described above and as contemplated and permitted under the Claims Objection and Settlement Procedures, the Reorganized Debtors reserve and retain their rights to object to the Surviving Claims on any and all available grounds.

### **Notice**

19. Pursuant to the Claims Objection and Settlement Procedures, notice of this Objection has been given to (a) the party whose name appears in the address and notice block for each Claim subject to the Tier 1 Objection; (b) the parties identified on the Special Service List in these cases, established under the Administrative Order Establishing Case Management and Scheduling Procedures (as it may be further amended, the “Case Management Order”) [Docket No. 173]; and (c) the parties on the

General Service List in these cases, established under the Case Management Order. The method of service for all parties served with a Tier 1 Objection shall be as set forth in the Case Management Order. The Reorganized Debtors submit that no other or further notice need be provided.

WHEREFORE, the Reorganized Debtors respectfully request that the Court (i) enter an order, substantially in the form attached hereto as Exhibit A disallowing and expunging the Disputed Claims and (ii) grant such other and further relief to the Reorganized Debtors as the Court may deem proper.

Dated: September 1, 2009  
New York, New York

KRAMER LEVIN NAFTALIS &  
FRANKEL LLP

/s/ Jordan Kaye  
Kenneth H. Eckstein  
P. Bradley O'Neill  
Jordan D. Kaye  
1177 Avenue of the Americas  
New York, New York 10036  
Telephone: (212) 715-9100

Counsel for Reorganized Debtors

**EXHIBIT A**  
**PROPOSED ORDER**

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

----- X  
In re )  
 ) Chapter 11  
BALLY TOTAL FITNESS OF )  
GREATER NEW YORK, INC., et al., ) Case No. 08-14818 (BRL)  
 )  
 )  
Reorganized Debtors. )  
 )  
----- X

**SEVENTH ORDER DISALLOWING DUPLICATE CLAIMS**

**(TIER I – DUPLICATE CLAIMS)**

This matter coming before the Court on the Seventh Omnibus Objection of Reorganized Debtors Seeking to Disallow Certain Duplicate Claims (the “Objection”),<sup>2</sup> filed by the Reorganized Debtors in the above-captioned cases (collectively, the “Reorganized Debtors”); the Court having reviewed the Objection and having heard the statements of counsel regarding the relief requested in the Objection at a hearing before the Court (the “Hearing”); the Court finding that (a) the Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334, (b) this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2) and (c) notice of the Objection and the Hearing was sufficient under the circumstances and in full compliance with the requirements of the Bankruptcy Code, the Bankruptcy Rules and the Claims Procedures Order; and the Court having determined that the legal and factual bases set forth in the Objection and at the Hearing establish just cause for the relief granted herein;

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<sup>2</sup> Capitalized terms not otherwise defined herein have the meanings given to them in the Objection.

IT IS HEREBY ORDERED THAT:

1. The Objection is SUSTAINED.
2. Each of the claims identified as “Expunged” on the chart annexed as Exhibit 1 hereto is expunged, pursuant to section 502 of the Bankruptcy Code.
3. Each of the claims identified as a “Surviving Claim” on the chart annexed as Exhibit 1 hereto is unaffected by the relief granted herein. The Reorganized Debtors retain their rights to object to the Surviving Claims on any and all available grounds.
4. The Reorganized Debtors; the Reorganized Debtors’ claims and noticing agent, Kurtzman Carson Consultants; and the Clerk of this Court are authorized to take any and all actions that are necessary or appropriate to give effect to this Order.

Dated: \_\_\_\_\_, 2009  
New York, New York

\_\_\_\_\_  
UNITED STATES BANKRUPTCY JUDGE

**EXHIBIT 1**



## Exhibit 1 - Duplicate Claims List

Claimant Name	Claim No.	Date Filed	Disposition	Mailing Address	Admin Priority	Priority	Secured	General Unsecured	Debtor Name
Kevin Lai on Behalf of All Other Similarly Situated Personal Trainers	1198	3/6/09	SURVIVING	Kevin Lai on Behalf of All Other Similarly Situated Personal Trainers c o James M Trush Esq Trush Law office 695 Town Center Dr No 700 Costa Mesa, CA 92626-7187		UNLIQUIDATED			Bally Total Fitness of California, Inc.
Kevin Lai on Behalf of all Similarly Situated Personal Trainers	1196	3/6/09	EXPUNGED	Kevin Lai on Behalf of all Similarly Situated Personal Trainers c o James M Trush Esq Trush Law Office 695 Town Center Dr No 700 Costa Mesa, CA 92626-7187		UNLIQUIDATED			Bally Total Fitness Corporation
Kimberley Hester	1122	2/18/09	SURVIVING	Kimberley Hester c/o Eisenberg Rothweiler Winkler eisenberg & Jeck PC 1634 Spruce St Philadelphia, PA 19103				\$200,000.00	Bally Total Fitness Corporation
Kimberley Hester	1121	2/18/09	EXPUNGED	Kimberley Hester c/o Eisenberg Rothweiler Winkler eisenberg & Jeck PC 1634 Spruce St Philadelphia, PA 19103				\$200,000.00	Bally Total Fitness of the Mid-Atlantic, Inc.
KLEINBERG KAPLAN WOLFF & COHEN PC	2300	3/6/09	SURVIVING	KLEINBERG KAPLAN WOLFF & COHEN PC ATTN MATTHEW J GOLD 551 FIFTH AVE NEW YORK, NY 10176				\$440,227.99	Bally Total Fitness Corporation
KLEINBERG KAPLAN WOLFF & COHEN PC	2301	3/6/09	EXPUNGED	KLEINBERG KAPLAN WOLFF & COHEN PC ATTN MATTHEW J GOLD 551 FIFTH AVE NEW YORK, NY 10176				\$440,227.99	Bally Sports Clubs, Inc.
KLEINBERG KAPLAN WOLFF & COHEN PC	2299	3/6/09	EXPUNGED	KLEINBERG KAPLAN WOLFF & COHEN PC ATTN MATTHEW J GOLD 551 FIFTH AVE NEW YORK, NY 10176				\$440,227.99	Bally Total Fitness Holding Corporation
KLEINBERG KAPLAN WOLFF & COHEN PC	2296	3/6/09	EXPUNGED	KLEINBERG KAPLAN WOLFF & COHEN PC ATTN MATTHEW J GOLD 551 FIFTH AVE NEW YORK, NY 10176				\$440,227.99	Bally Total Fitness of Greater New York, Inc.
Lee S Hillman	2373	3/6/09	SURVIVING	Lee S Hillman Patrick J Trostle Jenner & Block LLP 919 Third Ave 37th Fl New York, NY 10022-3908				UNLIQUIDATED	Bally Total Fitness Corporation
Lee S Hillman	2412	3/6/09	EXPUNGED	Lee S Hillman Patrick J Trostle Jenner & Block LLP 919 Third Ave 37th Fl New York, NY 10022-3908				UNLIQUIDATED	Tidelands Holiday Health Clubs, Inc.
Lee S Hillman	2411	3/6/09	EXPUNGED	Lee S Hillman Patrick J Trostle Jenner & Block LLP 919 Third Ave 37th Fl New York, NY 10022-3908				UNLIQUIDATED	Rhode Island Holding Company
Lee S Hillman	2410	3/6/09	EXPUNGED	Lee S Hillman Patrick J Trostle Jenner & Block LLP 919 Third Ave 37th Fl New York, NY 10022-3908				UNLIQUIDATED	BTF Cincinnati Corporation
Lee S Hillman	2409	3/6/09	EXPUNGED	Lee S Hillman Patrick J Trostle Jenner & Block LLP 919 Third Ave 37th Fl New York, NY 10022-3908				UNLIQUIDATED	Bally Total Fitness of Upstate New York, Inc.
Lee S Hillman	2408	3/6/09	EXPUNGED	Lee S Hillman Patrick J Trostle Jenner & Block LLP 919 Third Ave 37th Fl New York, NY 10022-3908				UNLIQUIDATED	BTF Europe Corporation

Exhibit 1 - Duplicate Claims List

Claimant Name	Claim No.	Date Filed	Disposition	Mailing Address	Admin Priority	Priority	Secured	General Unsecured	Debtor Name
Lee S Hillman	2407	3/6/09	EXPUNGED	Lee S Hillman Patrick J Trostle Jenner & Block LLP 919 Third Ave 37th Fl New York, NY 10022-3908				UNLIQUIDATED	BTF Indianapolis Corporation
Lee S Hillman	2405	3/6/09	EXPUNGED	Lee S Hillman Patrick J Trostle Jenner & Block LLP 919 Third Ave 37th Fl New York, NY 10022-3908				UNLIQUIDATED	Bally Fitness Franchising, Inc.
Lee S Hillman	2404	3/6/09	EXPUNGED	Lee S Hillman Patrick J Trostle Jenner & Block LLP 919 Third Ave 37th Fl New York, NY 10022-3908				UNLIQUIDATED	Bally Total Fitness Holding Corporation
Lee S Hillman	2403	3/6/09	EXPUNGED	Lee S Hillman Patrick J Trostle Jenner & Block LLP 919 Third Ave 37th Fl New York, NY 10022-3908				UNLIQUIDATED	Bally Franchise RSC, Inc.
Lee S Hillman	2402	3/6/09	EXPUNGED	Lee S Hillman Patrick J Trostle Jenner & Block LLP 919 Third Ave 37th Fl New York, NY 10022-3908				UNLIQUIDATED	Bally REFS West Hartford LLC
Lee S Hillman	2401	3/6/09	EXPUNGED	Lee S Hillman Patrick J Trostle Jenner & Block LLP 919 Third Ave 37th Fl New York, NY 10022-3908				UNLIQUIDATED	BTF Minneapolis Corporation
Lee S Hillman	2400	3/6/09	EXPUNGED	Lee S Hillman Patrick J Trostle Jenner & Block LLP 919 Third Ave 37th Fl New York, NY 10022-3908				UNLIQUIDATED	Bally Real Estate I LLC
Lee S Hillman	2398	3/6/09	EXPUNGED	Lee S Hillman Patrick J Trostle Jenner & Block LLP 919 Third Ave 37th Fl New York, NY 10022-3908				UNLIQUIDATED	BTF/CFI, Inc.
Lee S Hillman	2397	3/6/09	EXPUNGED	Lee S Hillman Patrick J Trostle Jenner & Block LLP 919 Third Ave 37th Fl New York, NY 10022-3908				UNLIQUIDATED	Bally Franchising Holdings, Inc.
Lee S Hillman	2396	3/6/09	EXPUNGED	Lee S Hillman Patrick J Trostle Jenner & Block LLP 919 Third Ave 37th Fl New York, NY 10022-3908				UNLIQUIDATED	U.S. Health, Inc.
Lee S Hillman	2395	3/6/09	EXPUNGED	Lee S Hillman Patrick J Trostle Jenner & Block LLP 919 Third Ave 37th Fl New York, NY 10022-3908				UNLIQUIDATED	Holiday/Southeast Holding Corporation
Lee S Hillman	2394	3/6/09	EXPUNGED	Lee S Hillman Patrick J Trostle Jenner & Block LLP 919 Third Ave 37th Fl New York, NY 10022-3908				UNLIQUIDATED	Jack LaLanne Holding Corp.
Lee S Hillman	2393	3/6/09	EXPUNGED	Lee S Hillman Patrick J Trostle Jenner & Block LLP 919 Third Ave 37th Fl New York, NY 10022-3908				UNLIQUIDATED	New Fitness Holding Co., Inc.

## Exhibit 1 - Duplicate Claims List

Claimant Name	Claim No.	Date Filed	Disposition	Mailing Address	Admin Priority	Priority	Secured	General Unsecured	Debtor Name
Lee S Hillman	2392	3/6/09	EXPUNGED	Lee S Hillman Patrick J Trostle Jenner & Block LLP 919 Third Ave 37th Fl New York, NY 10022-3908				UNLIQUIDATED	Nycon Holding Co., Inc.
Lee S Hillman	2391	3/6/09	EXPUNGED	Lee S Hillman Patrick J Trostle Jenner & Block LLP 919 Third Ave 37th Fl New York, NY 10022-3908				UNLIQUIDATED	Bally Total Fitness of Connecticut Valley, Inc.
Lee S Hillman	2390	3/6/09	EXPUNGED	Lee S Hillman Patrick J Trostle Jenner & Block LLP 919 Third Ave 37th Fl New York, NY 10022-3908				UNLIQUIDATED	Bally Total Fitness of Minnesota, Inc.
Lee S Hillman	2389	3/6/09	EXPUNGED	Lee S Hillman Patrick J Trostle Jenner & Block LLP 919 Third Ave 37th Fl New York, NY 10022-3908				UNLIQUIDATED	Bally Total Fitness of Missouri, Inc.
Lee S Hillman	2388	3/6/09	EXPUNGED	Lee S Hillman Patrick J Trostle Jenner & Block LLP 919 Third Ave 37th Fl New York, NY 10022-3908				UNLIQUIDATED	Bally Total Fitness of Connecticut Coast, Inc.
Lee S Hillman	2387	3/6/09	EXPUNGED	Lee S Hillman Patrick J Trostle Jenner & Block LLP 919 Third Ave 37th Fl New York, NY 10022-3908				UNLIQUIDATED	Health & Tennis Corporation of New York
Lee S Hillman	2386	3/6/09	EXPUNGED	Lee S Hillman Patrick J Trostle Jenner & Block LLP 919 Third Ave 37th Fl New York, NY 10022-3908				UNLIQUIDATED	Greater Philly No. 2 Holding Company
Lee S Hillman	2385	3/6/09	EXPUNGED	Lee S Hillman Patrick J Trostle Jenner & Block LLP 919 Third Ave 37th Fl New York, NY 10022-3908				UNLIQUIDATED	Greater Philly No. 1 Holding Company
Lee S Hillman	2384	3/6/09	EXPUNGED	Lee S Hillman Patrick J Trostle Jenner & Block LLP 919 Third Ave 37th Fl New York, NY 10022-3908				UNLIQUIDATED	Bally Total Fitness Franchising, Inc.
Lee S Hillman	2383	3/6/09	EXPUNGED	Lee S Hillman Patrick J Trostle Jenner & Block LLP 919 Third Ave 37th Fl New York, NY 10022-3908				UNLIQUIDATED	Bally Total Fitness International, Inc.
Lee S Hillman	2382	3/6/09	EXPUNGED	Lee S Hillman Patrick J Trostle Jenner & Block LLP 919 Third Ave 37th Fl New York, NY 10022-3908				UNLIQUIDATED	Bally Total Fitness of Colorado, Inc.
Lee S Hillman	2381	3/6/09	EXPUNGED	Lee S Hillman Patrick J Trostle Jenner & Block LLP 919 Third Ave 37th Fl New York, NY 10022-3908				UNLIQUIDATED	Bally ARA Corporation
Lee S Hillman	2380	3/6/09	EXPUNGED	Lee S Hillman Patrick J Trostle Jenner & Block LLP 919 Third Ave 37th Fl New York, NY 10022-3908				UNLIQUIDATED	Bally Total Fitness of California, Inc.

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Claimant Name	Claim No.	Date Filed	Disposition	Mailing Address	Admin Priority	Priority	Secured	General Unsecured	Debtor Name
Lee S Hillman	2379	3/6/09	EXPUNGED	Lee S Hillman Patrick J Trostle Jenner & Block LLP 919 Third Ave 37th Fl New York, NY 10022-3908				UNLIQUIDATED	BTFCC, Inc.
Lee S Hillman	2378	3/6/09	EXPUNGED	Lee S Hillman Patrick J Trostle Jenner & Block LLP 919 Third Ave 37th Fl New York, NY 10022-3908				UNLIQUIDATED	Bally Total Fitness of Greater New York, Inc.
Lee S Hillman	2377	3/6/09	EXPUNGED	Lee S Hillman Patrick J Trostle Jenner & Block LLP 919 Third Ave 37th Fl New York, NY 10022-3908				UNLIQUIDATED	Holiday Health Clubs of the East Coast, Inc.
Lee S Hillman	2376	3/6/09	EXPUNGED	Lee S Hillman Patrick J Trostle Jenner & Block LLP 919 Third Ave 37th Fl New York, NY 10022-3908				UNLIQUIDATED	BTFF Corporation
Lee S Hillman	2375	3/6/09	EXPUNGED	Lee S Hillman Patrick J Trostle Jenner & Block LLP 919 Third Ave 37th Fl New York, NY 10022-3908				UNLIQUIDATED	Bally Total Fitness of Toledo, Inc.
Lee S Hillman	2374	3/6/09	EXPUNGED	Lee S Hillman Patrick J Trostle Jenner & Block LLP 919 Third Ave 37th Fl New York, NY 10022-3908				UNLIQUIDATED	Bally Sports Clubs, Inc.
Lee S Hillman	2372	3/6/09	EXPUNGED	Lee S Hillman Patrick J Trostle Jenner & Block LLP 919 Third Ave 37th Fl New York, NY 10022-3908				UNLIQUIDATED	Bally Total Fitness of Philadelphia, Inc.
Lee S Hillman	2371	3/6/09	EXPUNGED	Lee S Hillman Patrick J Trostle Jenner & Block LLP 919 Third Ave 37th Fl New York, NY 10022-3908				UNLIQUIDATED	Bally Total Fitness of Rhode Island, Inc.
Lee S Hillman	2370	3/6/09	EXPUNGED	Lee S Hillman Patrick J Trostle Jenner & Block LLP 919 Third Ave 37th Fl New York, NY 10022-3908				UNLIQUIDATED	Bally Total Fitness of the Mid-Atlantic, Inc.
Lee S Hillman	2369	3/6/09	EXPUNGED	Lee S Hillman Patrick J Trostle Jenner & Block LLP 919 Third Ave 37th Fl New York, NY 10022-3908				UNLIQUIDATED	Bally Total Fitness of the Midwest, Inc.
Lee S Hillman	2368	3/6/09	EXPUNGED	Lee S Hillman Patrick J Trostle Jenner & Block LLP 919 Third Ave 37th Fl New York, NY 10022-3908				UNLIQUIDATED	Bally Total Fitness of the Southeast, Inc.
Leo Burnett Company Inc fka Leo Burnett USA Inc	2046	3/9/09	SURVIVING	Leo Burnett Company Inc fka Leo Burnett USA Inc Attn Patrick C Maxcy Sonnenschein Nath & Rosenthal 7800 Sears Tower 233 S Wacker Dr Chicago, IL 60606				\$3,841,801.99	Bally Total Fitness Corporation
Leo Burnett Company Inc fka Leo Burnett USA Inc	2045	3/9/09	EXPUNGED	Leo Burnett Company Inc fka Leo Burnett USA Inc Attn Patrick C Maxcy Sonnenschein Nath & Rosenthal 7800 Sears Tower 233 S Wacker Dr Chicago, IL 60606				\$3,841,801.99	Bally Total Fitness Holding Corporation

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Claimant Name	Claim No.	Date Filed	Disposition	Mailing Address	Admin Priority	Priority	Secured	General Unsecured	Debtor Name
Linda Lea Taylor	2915	3/31/09	SURVIVING	Linda Lea Taylor 4500 Hannah Ln St Petersburg, FL 33709				\$5,000.00	Bally Total Fitness of Greater New York, Inc.
Linda Lea Taylor	1506	3/2/09	EXPUNGED	Linda Lea Taylor 4500 Hannah Ln St Petersburg, FL 33709				\$5,000.00	Bally Total Fitness Corporation
LINDA TAYLOR	872	2/17/09	EXPUNGED	LINDA TAYLOR 4500 HANNAH LN ST PETERSBURG, FL 33709				\$5,000.00	Bally Total Fitness Corporation
LOCKAMERICA TRI COUNTY INC	3205	5/11/09	SURVIVING	LOCKAMERICA TRI COUNTY INC 2183 POWERLINE RD No 3 POMPANO BEACH, FL 33069				\$1,402.38	Bally Total Fitness of the Midwest, Inc.
LOCKAMERICA TRI COUNTY INC	3087	4/14/09	EXPUNGED	LOCKAMERICA TRI COUNTY INC 2183 POWERLINE RD NO 3 POMPANO BEACH, FL 33069				\$1,402.38	Bally Total Fitness Corporation
Lorraine Dasilva Carrillo aka Lorraine Dasilva	915	2/16/09	SURVIVING	Lorraine Dasilva Carrillo aka Lorraine Dasilva c/o Hoffman Larin & Agnetti P C John B Agnetti 909 North Miami Beach Road Suite 201 Miami, FL 359841				\$950,000.00	Bally Total Fitness Corporation
Lorraine Dasilva aka Lorraine Carrillo Dasilva	917	2/16/09	EXPUNGED	Lorraine Dasilva aka Lorraine Carrillo Dasilva c o John Agretti Esq Hoffman Larin & Agnetti PA 909 North Miami Beach Road Suite 201 Miami, FL 33162				\$950,000.00	Bally Total Fitness of the Midwest, Inc.
LUCIA ALMEIDA	1581	3/3/09	SURVIVING	LUCIA ALMEIDA 46A FOXBERRY DR GETZVILLE, NY 14068		\$1,199.24			Bally Total Fitness of Greater New York, Inc.
LUCIA ALMEIDA	2820	3/31/09	EXPUNGED	LUCIA ALMEIDA 46A FOXBERRY DR GETZVILLE, NY 14068		\$1,199.24			Bally Total Fitness of Greater New York, Inc.
LYNN BRESLER	1626	3/4/09	SURVIVING	LYNN BRESLER WITES & KAPETAN P A 4400 N FEDERAL HWY LIGHTHOUSE POINT, FL 33064				UNLIQUIDATED	Bally Total Fitness Corporation
LYNN BRESLER	2092	3/4/09	EXPUNGED	LYNN BRESLER WITES & KAPETAN P A 4400 N FEDERAL HWY LIGHTHOUSE POINT, FL 33064				UNLIQUIDATED	Bally Total Fitness Holding Corporation
LYNN BRESLER	2095	3/4/09	EXPUNGED	LYNN BRESLER WITES & KAPETAN P A 4400 N FEDERAL HWY LIGHTHOUSE POINT, FL 33064				UNLIQUIDATED	Bally Total Fitness of Greater New York, Inc.
MABEL BISCHER AND JAMES L KING DBA DRUG FAIR BUILDING PARTNERSHIP	2080	3/4/09	SURVIVING	MABEL BISCHER AND JAMES L KING DBA DRUG FAIR BUILDING PARTNERSHIP ATTN JAMES L KING 1265 E PORTAL FRESNO, CA 93710	\$25,505.93			\$37,522.43	Bally Total Fitness Holding Corporation
MABEL BISCHER AND JAMES L KING DBA DRUG FAIR BUILDING PARTNERSHIP	2336	3/4/09	EXPUNGED	MABEL BISCHER AND JAMES L KING DBA DRUG FAIR BUILDING PARTNERSHIP ATTN JAMES L KING 1265 E PORTAL FRESNO, CA 93710	\$25,505.93			\$37,522.43	Bally Total Fitness Holding Corporation
Mabel Bischel and James L King dba Drug Fair Building Partnership	1636	3/4/09	EXPUNGED	Mabel Bischel and James L King dba Drug Fair Building Partnership Attn James L King 1265 E Portal Fresno, CA 93710	\$25,505.93			\$37,522.43	Bally Total Fitness Corporation
Macomb County Treasurer	2821	3/23/09	SURVIVING	Macomb County Treasurer Attn Ted B Wahby Treasurer Macomb County Treasurers Office 1 S Main St 2nd Fl Mt Clemens, MI 48043			UNLIQUIDATED		Bally Total Fitness of Greater New York, Inc.

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Macomb County Treasurer	2822	3/24/09	EXPUNGED	Macomb County Treasurer Attn Ted B Wahby Treasurer Macomb County Treasurers Office 1 S Main St 2nd Fl Mt Clemens, MI 48043			UNLIQUIDATED		Bally Total Fitness of Greater New York, Inc.
Maldex Realty Trust	1215	3/4/09	SURVIVING	Maldex Realty Trust c o Douglas B Rosner Esq Goulston & Storrs PC 400 Atlantic Ave Boston, MA 02110-3333				\$2,961.00	Bally Total Fitness Holding Corporation
Maldex Realty Trust	1216	3/4/09	EXPUNGED	Maldex Realty Trust c o Douglas B Rosner Esq Goulston & Storrs PC 400 Atlantic Ave Boston, MA 02110-3333				\$2,961.00	Bally Total Fitness of the Mid-Atlantic, Inc.
Manhattan Place Inc	2009	3/9/09	SURVIVING	Manhattan Place Inc c o Ian S Landsberg Landsberg Margulies LLP 16030 Ventura Blvd Ste 470 Encino, CA 91436		\$51,713.41		\$84,904.16	Bally Total Fitness of California, Inc.
Manhattan Place Inc	2525	3/9/09	EXPUNGED	Manhattan Place Inc c o Ian S Landsberg Landsberg Margulies LLP 16030 Ventura Blvd Ste 470 Encino, CA 91436		\$51,713.41		\$84,904.16	Bally Total Fitness Holding Corporation
Maria Ramos	3175	4/13/09	SURVIVING	Maria Ramos 3317 Ave M Fort Worth, TX 76105				\$100,000.00	Bally Total Fitness Corporation
MARIA RAMOS	3073	4/13/09	EXPUNGED	MARIA RAMOS 3317 AVENUE M FT WORTH, TX 76105				\$100,000.00	Bally Total Fitness Corporation
MARTIN ZELMAN LLC SUCCESSOR IN INTEREST TO MARTIN ZELMAN	2521	3/9/09	SURVIVING	MARTIN ZELMAN LLC SUCCESSOR IN INTEREST TO MARTIN ZELMAN MARTIN ZELMAN LLC 17 BARSTOW ROAD ROOM 202 GREAT NECK, NY 11021				UNLIQUIDATED	Bally Total Fitness of Greater New York, Inc.
Martin Zelman LLC Successor in Interest to Martin Zelman	2535	3/9/09	EXPUNGED	Martin Zelman LLC Successor in Interest to Martin Zelman Martin Zelman LLC 17 Barstow Rd Rm 202 Great Neck , NY 11021				UNLIQUIDATED	Bally Total Fitness Corporation
MARY JANE BALDAIA	795	2/12/09	SURVIVING	MARY JANE BALDAIA 434 BARNES ST FALL RIVER, MA 02723		\$2,352.00			Bally Total Fitness of Greater New York, Inc.
Mary Jane Baldaia	371	1/16/09	EXPUNGED	Mary Jane Baldaia Mrs Mary Jane Baldaia 434 Barnes St Fall River, MA 02723		\$2,352.00			Bally Total Fitness of Greater New York, Inc.
Mary Jane Baldaia	341	1/16/09	SURVIVING	Mary Jane Baldaia Mrs Mary Jane Baldaia 434 Barnes St Fall River, MA 02723		\$120.00			Bally Total Fitness of Greater New York, Inc.
Mary Jane Baldaia	342	1/12/09	EXPUNGED	Mary Jane Baldaia Mrs Mary Jane Baldaia 434 Barnes St Fall River, MA 02723		\$120.00			Bally Total Fitness Corporation
MARY MMIHALAKOS MARTUSCELLO ESQ	1796	3/6/09	SURVIVING	MARY MMIHALAKOS MARTUSCELLO ESQ 108 GREENWICH ST 5TH FL NEW YORK, NY 10006				UNLIQUIDATED	Bally Total Fitness Corporation
MARY MMIHALAKOS MARTUSCELLO ESQ	3242	3/6/09	EXPUNGED	MARY MMIHALAKOS MARTUSCELLO ESQ 108 GREENWICH ST 5TH FL NEW YORK, NY 10006				UNLIQUIDATED	Bally Total Fitness Corporation

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Claimant Name	Claim No.	Date Filed	Disposition	Mailing Address	Admin Priority	Priority	Secured	General Unsecured	Debtor Name
MARY MMIHALAKOS MARTUSCELLO ESQ	2811	3/6/09	EXPUNGED	MARY MMIHALAKOS MARTUSCELLO ESQ 108 GREENWICH ST 5TH FL NEW YORK, NY 10006				UNLIQUIDATED	Bally Total Fitness of Greater New York, Inc.
MARY MMIHALAKOS MARTUSCELLO ESQ	2522	3/6/09	EXPUNGED	MARY MMIHALAKOS MARTUSCELLO ESQ 108 GREENWICH ST 5TH FL NEW YORK, NY 10006				UNLIQUIDATED	Bally Sports Clubs, Inc.
Mayfair Station LLC	2025	3/9/09	SURVIVING	Mayfair Station LLC c o Catherine Harrison King Miller & Martin PLLC 1170 Peachtree St Ne Ste 1170 Atlanta, GA 30309-7706	\$165,390.35			\$2,071,252.59	Bally Total Fitness Corporation
Mayfair Station LLC	1801	3/9/09	EXPUNGED	Mayfair Station LLC c o Catherine Harrison King Miller & Martin PLLC 1170 Peachtree St Ne Ste 1170 Atlanta, GA 30309-7706	\$165,390.35			\$2,071,252.59	Bally Total Fitness Holding Corporation
Melanie Edelson	1149	2/23/09	SURVIVING	Melanie Edelson 17 Woodmere Road North Brunswick, NJ 08852		\$3,861.76			Bally Total Fitness Corporation
MELANIE EDELSON	45	1/5/09	EXPUNGED	MELANIE EDELSON 17 WOODMERE RD NORTH BRUNSWICK, NJ 08901		\$3,861.76			Bally Total Fitness of Greater New York, Inc.
Melvin A Bentley & Monica Bentley	630	2/4/09	SURVIVING	Melvin A Bentley & Monica Bentley Altier & Vogt LLC 450 7th Ave 36th Fl New York, NY 10011				\$1,000,000.00	Bally Total Fitness Corporation
Melvin A Bentley & Monica Bentley	629	2/4/09	EXPUNGED	Melvin A Bentley & Monica Bentley Altier & Vogt LLC 450 7th Ave 36th Fl New York, NY 10011				\$1,000,000.00	Bally Total Fitness of Greater New York, Inc.
Michael C Hisey	606	2/9/09	SURVIVING	Michael C Hisey Peter Villari Villari Brandes & Kline PC 8 Tower Bridge Ste 400 Conshohocken, PA 19428				UNLIQUIDATED	Bally Total Fitness Holding Corporation
Michael C Hisey	614	2/9/09	EXPUNGED	Michael C Hisey Peter Villari Villari Brandes & Kline PC 8 Tower Bridge Ste 400 Conshohocken, PA 19428				UNLIQUIDATED	Bally Total Fitness Corporation
Michael C Hisey	613	2/9/09	EXPUNGED	Michael C Hisey Peter Villari Villari Brandes & Kline PC 8 Tower Bridge Ste 400 Conshohocken, PA 19428				UNLIQUIDATED	Bally Total Fitness Corporation
Michael La Sala	2287	3/6/09	SURVIVING	Michael La Sala c o Jason Oliver 128 N Fair Oaks Avenue Suite 107 Pasadena, CA 91103				UNLIQUIDATED	Bally Total Fitness Corporation
Michael La Sala	1749	3/6/09	EXPUNGED	Michael La Sala c o Jason Oliver Esq Law Office of Jason Oliver 128 N Fair Oaks Avenue Suite 107 Pasadena, CA 91103				UNLIQUIDATED	Bally Total Fitness of the Mid-Atlantic, Inc.
Michael La Sala	2282	3/6/09	EXPUNGED	Michael La Sala c o Jason Oliver 128 N Fair Oaks Avenue Suite 107 Pasadena, CA 91103				UNLIQUIDATED	Bally Total Fitness Holding Corporation
Michael La Sala	1753	3/6/09	EXPUNGED	Michael La Sala c/o Jason Oliver 128 N Fair Oaks Avenue Suite 107 Pasadena, CA 91103				UNLIQUIDATED	BTF/CFI, Inc.

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Michael La Sala	1203	3/6/09	EXPUNGED	Michael La Sala c/o Jason Oliver 128 N Fair Oaks Avenue Suite 107 Pasadena, CA 91103				UNLIQUIDATED	Health & Tennis Corporation of New York
Micheal La Sala	2337	3/6/09	EXPUNGED	Micheal La Sala c o Jason Oliver Esq 128 Fair Oaks Ave Ste 107 Pasadena, CA 91103				UNLIQUIDATED	Bally Total Fitness of Greater New York, Inc.
<b>TOTAL:</b>					<b>\$216,402.21</b>	<b>\$59,246.41</b>	<b>\$0.00</b>	<b>\$9,658,050.95</b>	